

BOARD OF DIRECTORS MEETING AGENDA



Location: 22470 E. Stephen D. Hogan Parkway
Aurora, Colorado 80018

Date: June 13, 2024

Time: 10:00 a.m.

E-470 Board of Director Officers

Chair – Council Member John Diak (Parker)

Vice Chair – Council Member Francoise Bergan (Aurora)

Secretary/Treasurer – Council Member Jan Pawlowski
(Brighton)

**PLEASE NOTE ALL MEMBERS OF THE PUBLIC ARE ALSO WELCOME TO PARTICIPATE
VIRTUALLY VIA THE FOLLOWING:**

TEAMS MEETING

Or call in (audio only)

+1 323-618-1887 | Conference ID: 431 230 241#

Agenda details:

- 1) Call to Order Chair John Diak
- 2) Pledge of Allegiance..... Chair John Diak
- 3) Public Comment Chair John Diak
- 4) Consent Calendar..... Chair John Diak
 - a. Meeting Minutes of May 9, 2024
- 5) Engineering and Roadway Maintenance Department..... Neil Thomson
 - a. Sale of Surplus Property - Approval
- 6) Operations Department..... Anjie Vescera
 - a. Colorado State Patrol IGA - Approval
 - b. Colorado Department of Corrections, Division of Correctional Industries IGA (CCi) - Approval
 - c. ETC Change Order 18 – Approval
- 7) Finance Department Joe Donahue
 - a. Bond Re-Funding Update
- 8) Information Technology Department Rod Taylor
 - a. General Tolling Technology Consulting Contracts NTE – Approval
 - b. Resolution 24-01 – E-470 Public Highway Authority Technology Accessibility - Approval

- 9) Executive Session..... Chair John Diak
 - a. Executive session, pursuant to: (a) C.R.S., Section 24-6-402(4)(b) and Section 24-6-402(4)(e) for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations as well as directing negotiators regarding the Authority’s Tolling Services Agreements with High Performance Enterprise d/b/a CTIO, and (b) C.R.S., Section 24-6- 402(4)(a), for the purposes of discussing the purchase or acquisition of real property owned by Adams County, Adams Crossing, LLC, and Sable Land, LLC in conjunction with the Sable Boulevard Interchange.
- 10) Resolution 24-02 – Regarding the Purchase or Acquisition of Real Property – Approval..... Chair John Diak
- 11) Executive Director Contract – Approval..... Chair John Diak
- 12) Interim Executive Director Report Neil Thomson
- 13) Other Business Chair John Diak
- 14) Adjourn Meeting..... Chair John Diak

The next anticipated E-470 Board of Directors Meeting will be on July 11, 2024 at 9:00 a.m. at the E-470 Public Highway Authority, 22470 E. Stephen D. Hogan Parkway, Aurora, Colorado 80018

Agenda Item 4a. Meeting Minutes of May 9, 2024

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF
DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, May 9, 2024, at 9:00 A.M., at 22470 E. Stephen D. Hogan Parkway, Aurora, Colorado and virtually via the following:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZmZlZTI2NWUtOGVmYy00OTVhLk3N2EtMmM1M2IxNzI3NGMy%40thread.v2/0?context=%7b%22Tid%22%3a%220dec83f0-8d0a-4036-bdaa-08866d76cf19%22%2c%22Oid%22%3a%22519ee998-2e0f-49ca-b5a6-0f1f7c956522%22%7d or call in (audio only) +1 323-618-1887 | Conference ID: 431 230 241#.

Attendance:

A regular meeting of the Board of Directors of the E-470 Public Highway Authority was held as scheduled and in accordance with applicable statutes of the State of Colorado, with the following directors present:

John Diak, Councilmember Town of Parker
Francoise Bergan, Councilmember City of Aurora
Bill Holen, Arapahoe County Commissioner
Steve Douglas, Mayor City of Commerce City
Tony Unrein, Councilmember City of Thornton
Jan Pawlowski, Councilmember City of Brighton
Chaz Tedesco, Adams County Commissioner
George Teal, Douglas County Commissioner

Sharon Davis, Councilmember City of Arvada (*non-voting*)
Bruce Leslie, Councilmember City and County of Broomfield (*non-voting*)
Wynne Shaw, Councilmember City of Lone Tree (*non-voting*)
Piper Darlington, CTIO (*non-voting*)
Peggy Catlin, RTD (*non-voting*)

Also present were: Jeff Baker, Arapahoe County Commissioner (alternate) and Rocky Teter, Councilmember City of Commerce City (alternate); Nick Badraun, TMC and RA lead, Jim Brady, construction manager, Jessica Carson, director of public affairs, senior accountant, Wanda DeVargas, roadway maintenance supervisor, Anne Disney, Geoffrey Doctoroff, senior risk and operations manager, Joe Donahue, director of finance, Ted Gies, service desk manager, Sandra Golatt, customer experience program supervisor, Mark Gronowski, senior solutions delivery manager, Michael Hancock, IT business manager, Jaime Heitman, controller, Kristopher Kellim, procurement manager, Brandi Kemper, permit supervisor, Aline Koop, operations coordinator, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Kate Oberleas, project engineer, Chris Otterson, senior manager, IT infrastructure and security, Derek Slack, roadway maintenance manager, Skyla Stewart, senior system administrator, Briana Summers, accounting manager, Neil Thomson, interim executive director and director of engineering and roadway maintenance, Tricia Trujillo, customer experience program manager, Anjie Vescera, director of operations, Chuck Weiss, engineering manager and Joshua Whon, network engineer, E-470 Public Highway Authority; Michele Riccio, Adams County; Dave Kristick, Atkins Realis; Jenna Hahn and Shawn Poe, City of Commerce City; Daniel Robicheaux, HNTB; Helen Atkison, Hogan Lovells; Jeremy Nash and Ryan Tauer, KPMG; Tom Weihe, Kutak Rock; Pedro Costa and Brenda Schuler, Northwest Parkway; Eric Golynski and Robyn Moore, Piper Sandler; Linda Sexton, RK&K; Bryan Stelmack, Stifel; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Councilmember Diak, noting the presence of a quorum of the directors, called the regular meeting to order at 9:00 A.M.

Pledge of Allegiance: Councilmember Diak led all present in the Pledge of Allegiance.

Public Comment: None.

Consent Calendar: Commissioner Teal moved approval of the consent agenda, comprising meeting minutes of April 5, 2024 and April 19, 2024, and Rule4 (vCISO) Contract Amendment. The motion was seconded by Councilmember Unrein and approved unanimously by the Board.

Operations
Department:

Insurance Broker RFP and Selection Approval: Mr. Doctoroff addressed the Board and reviewed the Authority's history with its current insurance broker and the costs of insurance. He reported on recent requests for proposals for insurance brokers given changes in the Authority's insurance program which have the insurance broker engaging the market in different ways. He then detailed the various changes to the insurance program. He reported on the RFP responses from Alliant, Gallagher, and IMA as well as their price proposals. Mr. Doctoroff reported on staff's recommendation to select IMA and reviewed the rationale for the recommendation.

Councilmember Diak noted his wife works for Gallagher and inquired of Ms. Seaver who advised him to recuse himself from the Board vote.

Commissioner Holen inquired about the price increase and Mr. Doctoroff reported on the public entity risk and large judgements against municipal entities as cost escalators.

Discussion then ensued among the Board members regarding the current public entity insurance market.

Commissioner Teal moved to approve the award of the insurance brokerage services contract to IMA, Inc., with a not to exceed contract amount of \$360,000.00, for a three-year contract with one optional three-year extension, subject to final approval by the Interim Executive Director. Councilmember Bergan seconded the motion, which was unanimously approved, Councilmember Diak abstained from voting.

Finance
Department:

KPMG 2023
Financial
Statement Audit:

Ms. Heitman addressed the Board and reviewed the audit timeline. She then turned the presentation over to the Ryan Tauer to review the audit as an unmodified and clean opinion. He noted the results were presented to the Finance and Audit Committee in April in depth. He then provided an overview of the audit. Commissioner Holen then commented as a member of the Audit and Finance Committee expressing appreciation for the competency and quality of staff, the integrity of the leadership and the Board's vision. Councilmember Diak added his appreciation. Councilmember Pawlowski noted how far the Authority has come. Commissioner Tedesco expressed his appreciation for KPMG over their years of service as the Authority's auditor.

Councilmember Unrein motioned to accept and authorize release of the E-470 Public Highway Authority 2023 Financial Statement Audit prepared by KPMG. Commissioner Teal seconded the motion and upon vote unanimously approved the 2023 audit release.

2024 Bond
Refunding:

Mr. Donahue addressed the Board and thanked Jaime and her team for their hard work.

He then turned to the bond refunding and revised the current debt profile with the projected net debt service schedule. He reported on debt call opportunities in the next 3 years, including those in the 2024 transaction. Mr. Donahue then reviewed the outstanding SWAPS with the Board. He reviewed the net present value savings associated with the Series 2020A current refunding. He reported on the Series 2021 FRN remarketing on the SOFR index with SIFMA as an option, and then on the net impacts on the Authority's financial position. Mr. Donahue reviewed the credit rating history going back to 2007 and the finance team members. He reported on key upcoming dates, including the posting of the POS and investor presentations. Ms. Moore then addressed the Board and provided a market overview.

Mr. Donahue reviewed the 2024 A/B Bond Resolution and what is needed to effectuate the transaction, approval of the bond purchase agreement, escrow agreement and continuing disclosure undertaking including authorization to the finance director and interim executive director regarding determinations on sale date and final pricing, which authority is delegated from the Board. Commissioner Holen then made comment on the Authority's history and financial challenges and he recognized the Finance Department and Financial Advisors for their efforts in attaining level debt. Commissioner Teal commented on the debt service levels and savings associated with the transactions as well as responsibilities for financial stewardship. Councilmember Diak then commented on changing Board views in light of COVID and ensuring hyperinflationary conditions and the benefits of the strong

professional financial advice and the best interests for the long term. He asked about debt retirement strategies and Mr. Donahue responded to the same.

Councilmember Pawlowski made a motion to approve a resolution authorizing the issuance of the E-470 Public Highway Authority senior revenue bonds, Series 2024a and Series 2024b, for the purpose of refunding all or a portion of the authority's outstanding senior revenue bonds, Series 2020a and Series 2021b; providing for certain amendments to the amended and restated master bond resolution and the first supplemental bond resolution; authorizing amendments to certain related interest rate swap agreements and other details relating thereto; providing other matters relating thereto; ratifying action previously taken and relating thereto; provide the effective date hereof; and authorizing Authority representative to sign all documents relating thereto. Commissioner Holen seconded the motion and upon vote, the motion was unanimously approved.

Mr. Donahue then reported that the 2023 Annual Investor Report would be released and that the theme was "Paving the Way for Growth."

Information
Technology
Department:

IT Staffing NTE
Increase for
2023-2024
Approval:

Mr. Gronowski addressed the Board regarding the temporary staffing pool. He reviewed the current vendors and their various staff augmentation tasks as well as the 3 year NTE and the overage necessitating an asking for an increase through June of 2024. He reported no budgets were exceeded. He then turned to the factors creating the need for the increased NTE request including wage inflation, new projects and related matters. Mr. Gronowski reported on process changes being undertaken to foster improved tracking of contract approvals.

Councilmember Bergan inquired about efficiencies being achieved and savings and Mr. Gronowski responded. Commissioner Teal then commented on his experiences in the IT industry and his view of the staffing vendors and refinements being suggested by the IT Department.

Commissioner Teal made a motion to approve an increase to the combined total not-to-exceed compensation amount for the contracts with the temporary staffing vendor pool of Ascent Services Group, Bridgeview IT and Compri Consulting, by \$2,000,000, such that the combined total not-to-exceed compensation amount for the temporary staffing vendor pool from July 1, 2021 through June 30, 2024 is increased from \$9,200,000 to \$11,200,00. Councilmember Bergan seconded the motion, and upon vote, the motion unanimously carried.

IT Staffing RFP: Mr. Hancock addressed the Board and reported on the temporary staffing request for proposals (RFP). He commenced by outlining the use of the temporary staffing pool and then turned to the RFP itself reporting on the record 50 proposals received and the staff's narrowing to 13 proposals for consideration given key staff needs. He noted 6 of the 13 vendors stood out to the staff evaluating the proposals (22nd Century Technologies, Compri, KForce, Bridgeview IT, Dataman, System Soft). He then presented the staff recommendation to have 3 year contracts with 1 year NTEs, set each year by the Board, and a shared NTE of \$6,300,000 for the first year of the contract term.

Commissioner Teal commended the IT Department on their work.

Commissioner Teal made a motion to approve entering into 3-year contracts for temporary staffing services with a vendor pool comprised of 22nd Century Technologies, BridgeView IT, Compri Consulting, Dataman, KForce, and System Soft, with the option to extend the term of each contract for an additional 3 years, and to approve a combined total not-to-exceed compensation for the vendor pool of \$6,300,000 for the period of July 1, 2024 to June 30, 2025, with all future years' pooled NTEs to come back to the Board for approval, and authorizing the Interim Executive Director to execute the contracts subject to the review and approval of the final contract term by General Counsel. Councilmember Bergan seconded the motion, and upon vote, the motion carried unanimously.

Managed Security Services Provider (MSSP) Invitation to Negotiate (ITN): Mr. Hancock reported on the Managed Security Services Provider Solicitation ITN. He reported on the process, timing, and recommendations. He noted 13 responses were received and that ArticWolf, eSentire, Ntirety, Nuspire, and Sentinal were the finalists, with eSentire selected as the team's recommended vendor.

Councilmember Bergan motioned to approve entering into a Master Services Agreement for managed security services with eSentire, Inc. for a 3-year term, with the option to extend the term of the MSA for an additional 3 years, with a not-to-exceed compensation amount of \$750,000 for the period of July 1, 2024 to June 30, 2027, and to authorize the Interim Executive Director to execute the same subject to the review and approval of General Counsel. Councilmember Unrein seconded the motion which was unanimously approved.

IT Infrastructure Vendors (ITIV) NTE for 2024-2025 Approval: Mr. Hancock then reported regarding the pool of 6 IT Infrastructure Vendors under 3 year contracts with the Authority with annual 1 year NTE for the pool to be approved by the Board annually. Mr. Hancock reviewed with the Board the staff's 1 year NTE request for \$6,000,000.

Mayor Douglas inquired about the 1 year NTE being de-coupled from the 3 year term. Mr. Hancock noted it was challenging to know what would be needed for purchase in years 2 and 3 and it made more sense to set the NTEs annually with more refined knowledge.

Councilmember Unrein made a motion to approve the combined total not-to-exceed compensation amount of \$6,000,000 for the master services agreements with the ITIV vendor pool of Advanced Network Management, Deloitte, PEAK Resources, SHI, Trace3 and Zivaro, for the period of May 1, 2024 through April 30, 2025. Councilmember Pawlowski seconded the motion and upon vote, the motion carried unanimously.

Engineering and
Roadway
Maintenance
Department:

FHU Contract
Amendment 3
Approval:

Mr. Weiss reviewed with the Board the FHU Contract Amendment 3 reporting on the Sable Interchange Project and the coordination with the City of Brighton. He reviewed the traditional diamond interchange and the project status and history, noting 30% of the design for the interchange has been completed.

Mr. Weiss then summarized the FHU Contract and Contract Amendments 1 and 2 as well as proposed Contract Amendment 3 for final design services.

Councilmember Bergan made a motion to approve the Third Amendment to the FHU Contract, EN-23-SABLE-1 for the Sable Interchange project to increase the total contract not-to-exceed compensation amount to \$2,232,800 and to authorize the Interim Executive Director to execute the same subject to review and approval of General Counsel. Councilmember Unrein seconded the motion, and upon vote, the motion was unanimously approved.

Road Sign
Maintenance
Contract
Approval:

Mr. Slack addressed the Board and reviewed the procurement schedule culminating in the receipt of 5 bids, noting the current contract expires in July. He then provided a summary of the bids with Colorado Barricade as the low bidder.

Councilmember Bergan made a motion to approve the award of Contract EN-24-SIGN-1 for Sign Maintenance to Barricade Holdings, LLC, DBA Colorado Barricade, with a three-year not to exceed value of \$2,000,000.00 and to authorize the Interim Executive Director to execute the contract subject to the review and approval of General Counsel. Councilmember Pawlowski seconded the motion and upon vote, unanimously carried.

38th Avenue
Interchange IGA
Approval:

Mr. Slack then reviewed the 38th Avenue Interchange Maintenance IGA terms with the Board as well as the history of the negotiations with the City of Aurora and The Aurora Highlands Community Authority Board. He reviewed the various scopes of responsibility allocated by the Agreement.

Councilmember Bergan thanked the Roadway Department Staff. Commissioner Tedesco noted that because he is a member of the ARTA Board, he would be recusing himself.

Mayor Douglas motioned to approve an Intergovernmental Agreement for the Maintenance of the 38th Avenue Interchange, and associated upgrades, with the City of Aurora and The Aurora Highlands Community Authority Board and to authorize the Interim Executive Director to execute the same subject to review and approval of General Counsel. Councilmember Pawlowski seconded the motion, and upon vote the motion was unanimously approved with Commissioner Tedesco abstaining.

Interim Executive
Director Report:

Mr. Thomson reported on the appointment of Mr. Donahue to the Finance Director position. Ms. Vescera then introduced Nick Badraun (TMC and RA Lead) and Aline Koop (Operations Coordinator). Mr. Gronowski introduced Chris Otterson (Sr. Manager, IT Infrastructure and Security), Joshua Whon (Network and Systems Engineer), and Skyla Stewart (Sr. System Administrator).

Executive Session:

Commissioner Teal then moved that the Board convene into Executive Session, pursuant to C.R.S., Section 24-6-402(4)(b) and Section 24-6-402(4)(e) for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations pursuant to C.R.S. Section 24-6-402(4)(f)(I) for the purpose of discussing personnel matters related to the Authority's Executive Director position.

Mayor Douglas seconded the motion, which was approved by the Board at 11:01 A.M.

The executive session included all voting members present at the meeting, and Ms. Seaver.

The executive session was adjourned at 12:25 P.M.

Councilmember Diak reconvened open session at 12:27 P.M.

Other Business: Councilmember Diak noted with sadness that the Board is losing non-voting Board member, Wynne Shaw and expressed his sadness to see such an exemplary elected official go. Commissioner Teal echoed Councilmember Diak's comments and noted his time working with Wynne and getting things done with collaboration and consensus. Councilmember Bergan expressed her sadness to see Wynne leave the Board and noted she was always a positive collaborative voice of reason. Commissioners Holen and Tedesco echoed the prior comments. Councilmember Shaw thanked the Board members and thanked them and staff for their inclusiveness and professionalism.

Commissioner Holen then introduced Commissioner Jeff Baker who would likely replace Commissioner Holen on the Board when he is term limited. Mr. Thomson reminded all present of the TSF Fundraiser and noting the June 13th Board meeting would commence at 10 a.m. to allow for the TSF grant presentations. He then reported that E-470 received final certification for the Authority to join CUSIOP as approved by the Board in November of 2022.

Commissioner Teal moved that the Board of Directors name Joe Donahue as the Authority's Finalist for the Executive Director position pursuant to the Colorado Open Meetings Law, Section 26-6-402(3.5), C.R.S. and delegate authority to the Authority's Human Resources Director and General Counsel to negotiate his contract, with the final contract to come back to the Board for approval. Councilmember Pawlowski seconded the motion, which was approved unanimously by the Board.

Director Unrein reported on the addition of new development in Thornton.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 12:30 P.M.

Chair of the Meeting

PRELIMINARY

E-470 2024 Calendar

Committee Work Sessions will be convened as needed and publicly posted as prescribed by statute and resolution

January 2024

January 1 New Year's – Office Closed
January 11 BOARD MEETING – 9:00 A.M.
Board Officer Nominations and Elections
January 15 Martin Luther King, Jr.'s Day
-Office Closed

February 2024

February 8 Executive Committee – 8:00 A.M.
February 8 BOARD MEETING – 9:00 A.M.
February 22 Finance Committee – 9:00 A.M.
February 22 Ops and Public Affairs – 10 A.M.
February 22 IT Committee – 11:00 P.M.
February 22 Roadway Committee – 1:00 P.M.

March 2024

March 14 Executive Committee – 8:00 A.M.
March 14 BOARD MEETING 9:00 A.M.
March 28 Finance Committee – 9:00 A.M.
March 28 Ops and Public Affairs – 10 A.M.
March 28 IT Committee – 11:00 P.M.
March 28 Roadway Committee – 1:00 P.M.

April 2024

April 11 Executive Committee – 8:00 A.M.
April 11 BOARD MEETING – 9:00 A.M.
April 25 Finance Committee – 9:00 A.M.
April 25 Ops and Public Affairs – 10 A.M.
April 25 IT Committee – 11:00 P.M.
April 25 Roadway Committee – 1:00 P.M.

May 2024

May 9 BOARD MEETING 9:00 A.M.
May 23 Finance Committee – 8:30 A.M.
May 23 Ops and Public Affairs – 10 A.M.
May 23 IT Committee – 11:00 P.M.
May 23 Roadway Committee – 1:00 P.M.
May 27 Memorial Day – Office Closed

June 2024

June 13 TSF Grant Ceremony – 8:30 A.M.
June 13 BOARD MEETING 10:00 A.M.
June 18-21 CML Conference - Loveland
June 19 Juneteenth – Office Closed
June 27 Finance Committee – 8:30 A.M.
June 27 Ops and Public Affairs – 10 A.M.
June 27 IT Committee – 11:00 P.M.
June 27 Roadway Committee – 1:00 P.M.

July 2024

July 4 Independence Day – Observed
Office Closed
July 11 BOARD MEETING – 9:00 A.M.
July 25 Finance Committee – 8:30 A.M.
July 25 Ops and Public Affairs – 10 A.M.
July 25 IT Committee – 11:00 P.M.
July 25 Roadway Committee – 1:00 P.M.

August 2024

August 8 Executive Committee – 8:00 A.M.
August 8 BOARD MEETING – 9:00 A.M.
August 22 Finance Committee – 8:30 A.M.
August 22 Ops and Public Affairs – 10 A.M.
August 22 IT Committee – 11:00 P.M.
August 22 Roadway Committee – 1:00 P.M.

September 2024

September 2 Labor Day – Office Closed
September 12 Board Meeting – 9:00 A.M.
September 26 Finance Committee – 8:30 A.M.
September 26 Ops and Public Affairs – 10 A.M.
September 26 IT Committee – 11:00 P.M.
September 26 Roadway Committee – 1:00 P.M.

October 2024

October 10 BOARD WORKSHOP – 8:00 A.M.
October 24 Finance Committee – 8:30 A.M.
October 24 Ops and Public Affairs – 10 A.M.
October 24 IT Committee – 11:00 P.M.
October 24 Roadway Committee – 1:00 P.M.
October 26 IBTA 92nd Annual Meeting and
To 29 Exhibition – Cleveland, Ohio

November 2024

November 11 Veteran's Day – Office Closed
November 14 Executive Committee – 8:00 A.M.
November 14 BOARD MEETING – 9:00 A.M.
November 21 Finance Committee – 8:30 A.M.
November 21 Ops and Public Affairs – 10 A.M.
November 21 IT Committee – 11:00 P.M.
November 21 Roadway Committee – 1:00 P.M.
November 28 Thanksgiving – Office Closed
and 29

December 2024

December 12 Executive Committee – 8:00 A.M.
December 12 BOARD MEETING 9:00 A.M.
December 19 Finance Committee – 8:30 A.M.
December 19 Ops and Public Affairs – 10 A.M.
December 19 IT Committee – 11:00 P.M.
December 19 Roadway Committee – 1:00 P.M.
December 24 Christmas – Office Closed
and 25